

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kenneth S. Ziman
Suzanne D.T. Lovett

Counsel for Barclays Bank PLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- x
:
In re: : Chapter 11
:
RESIDENTIAL CAPITAL, LLC, et al. : Case No. 12-12020-mg
:
Debtors. : Joint Administration Pending
:
----- x

**NOTICE OF APPEARANCE AND REQUEST FOR SERVICE
OF ALL NOTICES, DOCUMENTS AND PLEADINGS**

PLEASE TAKE NOTICE that Skadden, Arps, Slate, Meagher & Flom LLP hereby enters its appearance in the above-captioned cases (the "**Chapter 11 Cases**") as counsel to Barclays Bank PLC, as Administrative Agent for the Debtors' proposed providers of debtor in possession financing, and requests, pursuant to Rules 2002, 9007, and 9010(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") and sections 342 and 1109(b) of title 11 of the United States Code (the "**Bankruptcy Code**"), that copies of all notices, documents, papers and pleadings in the Chapter 11 Cases be given and served upon:

Ken Ziman
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
Telephone: (212) 735-3000
Facsimile: (917) 777-3310
Email: Ken.Ziman@skadden.com

Suzanne D.T. Lovett
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
Telephone: (212) 735-3000
Facsimile: (917) 777- 2689
Email: Suzanne.Lovett@skadden.com

PLEASE TAKE FURTHER NOTICE that pursuant to Bankruptcy Code section 1109(b), the foregoing request includes not only the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, any notice, application, motion, petition, pleading, request, complaint or demand, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, delivery, telephone, telegraph, telex, facsimile transmission, e-mail or otherwise filed or made with respect to the Chapter 11 Cases and proceedings therein.

PLEASE TAKE FURTHER NOTICE that neither this request for notice and service nor any later appearance, pleading, claim or suit is a waiver of any substantive or procedural right. Nor shall this request for notice be deemed to constitute consent to electronic service of any pleading or papers for which mailed or personal service is required under the applicable Bankruptcy Rules or Federal Rules of Civil Procedure.

Dated: New York, New York
May 14, 2012

SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP

By: /s/ **Kenneth S. Ziman**
Kenneth S. Ziman

Kenneth S. Ziman
Suzanne D.T. Lovett
Four Times Square
New York, New York 10036-6522
Telephone: 212-735-3000
Fax: 212-735-2000
Email: Ken.Ziman@skadden.com,
Suzanne.Lovett@skadden.com

Counsel for Barclays Bank PLC